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August 2, 2006

Via Hand Delivery

Mr. Fred D. Gray, Jr., Esq.
Gray, Langford, Sapp,
McGowan, Gray & Nathanson
P.O. Box 830239
Tuskegee, Alabama 36083

Re: ***Macon County Investment Company, Inc., et al v. Warren, David M.***
Civil Action No.: 3:06-CV-224-WKW
In the United States District Court for the Middle District of Alabama

Dear Fred:

Please find enclosed Macon County Investments, Inc. and Reach One Teach One of America's Objections and Responses to the Defendant's Request for Admissions and Request for Production.

Sincerely,

THOMAS, MEANS, GILLIS & SEAY, P.C.

R. Salaam-Jones

Ramadanah M. Salaam-Jones

cc: Kenneth L. Thomas, Esq.

STATE OF ALABAMA, MACON COUNTY
This instrument was filed for record on the 18 day of June 19 96 at 9:45 o'clock A. M. and duly recorded in Vol. ____ Page ____ and examined
____ mortgage tax and $____ deed tax has been paid as required by law
JUDGE OF PROBATE

ARTICLES OF INCORPORATION
OF
REACH ONE, TEACH ONE OF AMERICA, INC.

SECTION ONE

The name of the Corporation shall be Reach One, Teach One of America, Inc..

SECTION TWO

The duration of the Corporation shall be perpetual.

SECTION THREE

The purpose for which this vessel is created is for a nonprofit 501(C) (3) organization to offer volunteer service programs. These programs will be in the area of aide of drug abuse, food banks, youth retreats, youth crusades, housing throughout the State of Alabama and also the entire United States of America.

The dues and contributions that are assessed and/or collected from members, and from the various organizational agencies shall be used exclusively for expenses incurred and shall be adjusted from various times, to abate appreciable new revenue. There will be no accumulation of income and/or profit aggregated to any particular individual. There will be an occurrence of aggregated accumulative income that is commencerable with services rendered or supplies furnished.

SECTION FOUR

The premise of this incorporated charitable vessel is Saint Matthews 12:11 and 18:12. Thus rendering aide to the elderly in their day-to-day functions. (Housing repairs, food, transportation, medical and any other services advantageous for the elderly.) These services are also for youth groups, young adults and the homeless. Jesus said; for I was a hungered and you gave me meat; I was sick and you visited me. I was a stranger and you took me in; I was in prison and you came unto me. Then he (Jesus) concluded saying, "Verily I say unto you, inasmuch as you have done it unto one of the least of these my brethren, you have done it unto me."

Therefore, Reach One, Teach One of America's, Inc. is to contend with those varus elements of our society. Jesus said in Saint Matthew 26:11 that we have the poor with us always.

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So, then through the benevolent God given veracity Reach One, Teach One of America will try and make a difference in someone's life, positively; and through our spiritual motif relieve the poor that are vespid throughout America.

SECTION FIVE

This organization of charity shall abide by all laws governed by the State of Alabama and of the United States. Reach One, Teach One of America is promoting equal rights and equal opportunity in so conducting, orchestrating directing, supporting, etc., of all activities that are indigenous to Reach One, Teach One of America.

Each executive director of each subsidiary compactor relative to and under the umbrella of Reach One, Teach One of America will comprise the board for Reach One, Teach One of America. This board will determine priority funding, emergency funding, associated with their perspective organization and those that solicit Reach One, Teach One of America for help. All associated functions and activities by each compactor of Reach One, Teach One of America must be inculpable. Each umbrellaed compactor must be cordial in that our board eliminate indelicacy.

Each executive director has his/her autonomy according to their comprised organization under Reach One, Teach One of America.

SECTION SIX

The initial registered agent of Reach One, Teach One of America shall be Apostle Walter Woodard Walker, 211 Oslin Drive, Tuskegee, Alabama 36083.

SECTION SEVEN

Trustees shall be chosen annually by the members of the board of Reach One, Teach One of America, Inc.

SECTION EIGHT

The names and addresses of the Original Incorporation/Trustees are:

Walter W. Walker	Executive Director Reach One, Teach One	211 Oslin Drive Tuskegee, AL 36083

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Cornelia D. Walker	*Executive Director* *Be Ye Holy Ministries*	*211 Ozlin Drive* *Tuskegee, AL 36083*
Beverley Ritzie	*Youth Ministry*	*401 McMillan Street* *Tuskegee, AL 36083*
Jackie Walker	*Youth Ministry*	*401 Campbell Drive* *Tuskegee, AL 36083*

SECTION NINE

Reach One, Teach One of America, Inc. is a nonprofit fraternal corporation; there shall be no shares of stocks issued binding, nor implicating procurement of and by any comprised compactor under the umbrella of Reach One, Teach One of America, Inc.

SECTION TEN

All comprised Compactors of Reach One, Teach One of America, Inc. will adhere and be governed by same....Amen.

Wherein this prescribed incorporation, the undersigned Compacted incorporators shall subscribed their signatures in witnessing, proclaiming this certificate of incorporation of Reach One, Teach One of America, Inc., this 11th *day of* April *1996.*

Walter W. Walker
Executive Director
Reach One, Teach One of America, Inc.

Cornelia D. Walker, Ex. Director
Be Ye Holy Ministries

Beverley Ritzie
Youth Ministries

Jackie Walker
Youth Ministries

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Amendments of Articles of Incorporation

Reach One, Teach One of America

Wherein this prescribed incorporation, the undersigned compacted incorporators shall subscribed their signatures in witnessing, proclaiming this certificate of incorporation of Reach One, Teach One of America, Inc., this 25th day of November, 1996:

Walter W. Walker, Executive Director
Reach One, Teach One of America

Cornelia D. Walker, Executive Director
Be Ye Holy Ministries (C.O.L.O.R.S)

Jacquelyn Walker
Youth Ministries

Johnny Ford, Executive Director
World Conference of Mayors

Ronald Gibbs
Food Ministry

STATE OF ALABAMA, MACON COUNTY
This instrument was filed for record on the 02 day of Oct 19 96 at 1:30 o'clock P M. and duly recorded in Vol.____ Page____ and examined.
$____ mortgage tax and $____ deed tax has been paid as required by law.
JUDGE OF PROBATE

THE STATE OF ALABAMA,
MACON COUNTY
The foregoing is hereby certified a true and correct copy of the paper or instrument of which this is a copy as the same appears in my office.
Given under my hand and seal this 14th day of July, 2005
Judge of Probate

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BY-LAWS

OF

REACH ONE, TEACH ONE OF AMERICA, INC.

ARTICLE I - OFFICES

The office of the Corporation shall be located in the City and State designated in the Articles of Incorporation. The Corporation may also maintain offices at such other places within or without the United States as the Board of Directors may, from time to time, determine.

ARTICLE II – BOARD OF DIRECTORS

Section 1 - Number, Election and Term of Office:

(a) The number of the directors of the Corporation shall be at least two (2) and no more than five (7), unless and until otherwise determined by vote of a majority of the entire Board of Directors.

(b) Except as may otherwise be provided herein or in the Articles of Incorporation, the members of the Board of Directors of the Corporation shall be elected by a majority of the votes cast at a meeting of directors entitled to vote in the election.

(c) Each director shall hold office until the annual meeting of the directors next succeeding his election, and until his successor is elected and qualified, or until his prior death, resignation or removal.

Section 2 - Duties and Powers:

The Board of Directors shall be responsible for the control and management of the affairs, property and interests of the Corporation, and may exercise all powers of the Corporation.

Section 3 - Annual and Regular Meetings; Notice:

(a) A regular annual meeting of the Board of Directors shall be held at corporate headquarters.

(b) The Board of Directors, from time to time, may provide by resolution for the holding of other regular meetings of the Board of Directors, and may fix the time and place thereof.

(c) Notice of any regular meeting of the Board of Directors shall not be required to be given and, if given, need not specify the purpose of the meeting; provided, however, that in case the Board of Directors shall fix or change the time or place of any regular meeting, notice of such action shall be given to each director who shall not have been present at the meeting at which such action was taken within the time limited, and in the manner set forth in paragraph (b) of Section 4 of this Article II, with respect to special meetings, unless such notice shall be waived in the manner set forth in paragraph (c) of such Section 4.

Section 4 - Special Meetings; Notice:

(a) Special Meetings of the Board of Directors shall be held whenever called by the President or by one of the directors, at such time and place as may be specified in the respective notices or waivers of notice thereof.

(b) Notice of special meetings shall be mailed directly to each director, addressed to him at his residence or usual place of business, at least two (2) days before the day on which the meeting is to be held, or shall be sent to him at such place by telegram, radio or cable, or shall be delivered to him personally or given to him orally, not later than the day before the day on which the meeting is to be held. A notice, or waiver of notice, except as required by Section 8 of this Article II, need not specify the purpose of the meeting.

(c) Notice of any special meeting shall not be required to be given to any director who shall attend such meeting without protesting prior thereto or at its commencement, the lack of notice to him, or who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjourned meeting shall not be required to be given.

Section 5 - Chairman:

At all meetings of the Board of Directors, the Chairman of the Board, if any and if present, shall preside. If there shall be no Chairman, or he shall be absent, then the President shall preside, and in his absence, a Chairman chosen by the Directors shall preside.

Section 6 - Quorum and Adjournments:

(a) At all meetings of the Board of Directors, the presence of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, or by these By-Laws.

(b) A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum may adjourn the same from time to time without notice, until a quorum shall be present.

Section 7 - Manner of Acting:

(a) At all meetings of the Board of Directors, each director present shall have one vote.

(b) Except as otherwise provided by statute, by the Articles of Incorporation, or by these By-Laws, the action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Any action authorized, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

Section 8 - Vacancies:

Any vacancy in the Board of Directors occurring by reason of an increase in the number of directors, or by reason of the death, resignation, disqualification, removal or inability to act of any director, or otherwise, shall be filled for the unexpired portion of the term by a majority vote of the remaining directors, though less than a quorum, at any regular meeting or special meeting of the Board of Directors called for that purpose.

Section 9 - Resignation:

Any director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in such written notice,
such resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 10 - Removal:

Any director may be removed with for cause by action of the Board at a special meeting called for that purpose.

Section 11 - Salary:

No stated salary shall be paid to directors, as such, for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance if any, may be allowed for attendance at each regular or special meeting of the Board.

Section 12 - Contracts:

(a) No contract or other transaction between this Corporation and any other Corporation shall be impaired, affected or invalidated, nor shall any director be liable in any way by reason of the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer, or are directors or officers of such other Corporation, provided that such facts are disclosed or made known to the Board of Directors.

(b) Any director, personally and individually, may be a party to or may be interested in any contract or transaction of this Corporation, and no director shall be liable in any way by reason of such interest, provided that the fact of such interest be disclosed or made known to the Board of Directors, and provided that the Board of Directors shall authorize approve or ratify such contract or transaction by the vote (not counting the vote of any such director) of a majority of a quorum, notwithstanding the presence of any such director at the meeting at which such action is taken. Such director or directors may be counted in determining the presence of a quorum at such meeting. This Section shall not be construed to impair or invalidate or in any way affect any contract or other transaction that would otherwise be valid under the law (common, statutory or otherwise) applicable thereto.

Section 13 - Committees:

The Board of Directors, by resolution adopted by a majority of the entire Board, may from time to time designate from among its members an executive committee and such other committees, and alternate members thereof, as they deem desirable, each consisting of three or more members, with such powers and authority (to the extent permitted by law) as may be provided in such resolution. Each such committee shall serve at the pleasure of the Board.

ARTICLE III - OFFICERS

Section 1 - Number, Qualifications, Election and Term of Office:

(a) The officers of the Corporation shall consist of a President (Executive Director), Vice President and a Secretary/Treasurer. Any two or more offices may be held by the same person, except the offices of President and Secretary/Treasure.

(b) The officers of the Corporation shall be elected by the Board of Directors at the regular annual meeting of the Board.

(c) Each officer shall hold office until the annual meeting of the Board of Directors next succeeding his election, and until his successor shall have been elected and qualified, or until his death, resignation or removal.

Section 2 - Resignation:

Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, or to the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or by such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 3 - Removal:

Any officer may be removed, either with or without cause, and a successor elected by the Board at any time.

Section 4 - Vacancies:

The Board of Directors may at any time fill a vacancy in any office by reason of death, resignation, inability to act, disqualification, or any other cause, for the unexpired portion of the term.

Section 5 - Duties of Officers:

Officers of the Corporation shall, unless otherwise provided by the Board of Directors, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be set forth in these By-Laws, or may from time to time be specifically conferred or imposed by the Board of Directors. The President shall be the chief executive officer of the Corporation and may also use the title "Executive Officer" is he so desires.

ARTICLE IV - AMENDMENTS

The Board of Directors shall have power to make, adopt, alter, amend and repeal, from time to time, by-laws of the Corporation.

ARTICLE V – DISSOLUTION

The dissolution of the corporation shall be authorized by the Board at an annual or special meeting called for that purpose.

The undersigned certify the foregoing by-laws have been adopted as the first by-laws of the Corporation, in accordance with the requirements of the Corporation Law.

Dated: April 18, 1996.

Chairman

MINUTES OF ANNUAL MEETING OF DIRECTORS

OF REACH ONE, TEACH ONE OF AMERICA, INC.

The meeting of the Board of Directors of Reach One, Teach One of America, Inc., on the 18th day of April, 2006, at 11:00 a.m., pursuant to the bylaws of the corporation.

Walter W. Walker acted as Chairperson of the meeting and opened the meeting with a prayer. The Chairperson noted a quorum was present.

The Chairperson stated that the first item on the agenda was the election of Directors. The following persons were nominated and their nominations duly seconded: Walter W. Walker and Cornelia D. Walker. All nominees were unanimously elected as directors.

The Chairperson stated that the next order of business to discuss the Operator's Agreement with Macon County Investments, Inc., a copy of which is attached to these minutes. The Chairperson stated that under the contract the corporation would obtain a Class B Bingo License in Macon County, Alabama, thereby allowing Macon County Investments, Inc. to obtain an Operators' License and operate a Charity Bingo Facility in Macon County, Alabama. The Chairperson further stated that the corporation would not incur any liability or debt in connection with this proposal and all funds received by the corporation could be used at its discretion for charitable purposes.

After through discussion, on motion duly made, seconded and unanimously adopted, it was:

> **RESOLVED**, that the Operator's Agreement signed by the President is hereby ratified and confirmed.
>
> **FURTHER RESOLVED**, that the President is hereby authorized, empowered and directed to do any further acts necessary to obtain the Class B Bingo License.

There being no further business to come before the meeting, it was, on motion duly made, seconded and unanimously carried, adjourned.

____
CHAIRPERSON

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